

EXHIBIT D

THOMPSON HINE LLP
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Hearing Date: October 19, 2006
10:00 a.m.
(Prevailing Eastern Time)
Response Deadline: October 12, 2006
4:00 p.m.
(Prevailing Eastern Time)

and

Lawrence T. Burick (0010404)
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Special Counsel to Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE:	:	Chapter 11
	:	
DELPHI CORPORATION, <i>et al.</i>	:	Case No. 05-44481 (RDD)
	:	
Debtors	:	(Jointly administered)

**CERTIFICATION UNDER GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT
OF SECOND INTERIM APPLICATION OF THOMPSON HINE LLP
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Lawrence T. Burick, hereby certify that:

1. This certification is made in connection with the Second Interim Application (the “Second Application”) of Thompson Hine LLP (“Thompson Hine”), Special Counsel to Debtors for intellectual property matters, seeking compensation and reimbursement of expenses for the period commencing February 1, 2006, through and including May 31, 2006, (the “Second

Application Period”) in accordance with the Amended Guidelines for fees and disbursements for professionals in Southern District of New York bankruptcy cases adopted on April 19, 1995 (“Guidelines”) and the United States Trustee Guidelines for reviewing first interim applications for compensation and reimbursement of expenses filed under U.S.C. §330 adopted on January 30, 1996.

2. Pursuant to Section B.1 of the Guidelines, I certify that:

- a. I prepared the Second Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Second Application fall within the Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with practices customarily employed by Thompson Hine and generally accepted by Thompson Hine clients; and
- d. In providing a reimbursable service, Thompson Hine does not make a profit on that service, whether the service is performed by Thompson Hine or through a third party.

3. Pursuant to Section B.2 of the Guidelines, as modified by the Order entered November 4, 2005 establishing procedures regarding fee/expense applications (Doc. #869) ("Procedures Order"), I certify that, when Thompson Hine requested monthly compensation, Thompson Hine complied with the provision requiring it to provide (i) the Debtors, (ii) counsel for the Official Committee of Unsecured Creditors, (iii) the United States Trustee for the Southern District of New York, (iv) Skadden, Arps, Slate, Meagher & Flom LLP, (v) counsel for the agent under Debtors' pre-petition facility, and (vi) counsel for the agent under the Debtors'

post-petition credit facility, following each calendar month for which compensation is sought, with invoices detailing fees and disbursements accrued during the previous month. As required by the Procedures Order, each such monthly fee statement contains a list of professionals providing services, their respective billing rates, the aggregate hours spent by each professional, a reasonably detailed breakdown of the disbursements incurred and contemporaneously maintained time entries for each individual in increments of tenths of an hour.

4. Pursuant to Section B.3 of the Guidelines, as modified by the Procedures Order, I certify that Thompson Hine served a copy of the Second Application upon the Notice Parties as defined in the Procedures Order (including the United States Trustee for the Southern District of New York and the Debtors).

/s/ Lawrence T. Burick
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